

OCT 03 2006

9-30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 3, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 26224.

The names and addresses of the parties to the enclosed document are:

Lessor: The Cit Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee: Targa Midstream Services Limited Partnership
1000 Louisiana Street, Suite 4700
Houston, TX 77002

Mr. Vernon A. Williams
October 3, 2006
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A description of the railroad equipment covered by the enclosed document is:

91 pressure tank railcars within the following series: CPDX 100004 – CPDX 104028; and CPDX 196002 – CPDX 199035 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of October, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 1000 Louisiana Street, Suite 4700, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 27, 2005, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 28, 2006 as Recordation Number 26224.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Schedule No. 04 thereto, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: BRADLEY L. LEIBOLD
Title: Vice President



TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP

By: Targa Midstream GP LLC, its General Partner

By: _____
Name: _____
Title: _____

RECORDATION NO. 26224-C FILED

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KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 27, 2005, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on February 28, 2006 as Recordation Number 26224.

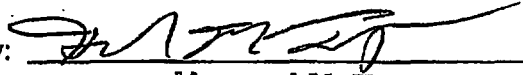
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Schedule No. 04 thereto, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: _____
Title: _____

TARGA MIDSTREAM SERVICES LIMITED PARTNERSHIP
By: Targa Midstream GP LLC, its General Partner

By:  _____
Name: Howard M. Tate
Title: Vice President - Finance

State of Texas)
)
County of Harris)

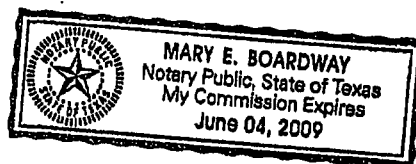
On this, the 2nd day of October, 2006, before me, a Notary Public in and for said County and State, personally appeared Howard M. Tate, the Vice President - Finance of Targa Midstream GP LLC who acknowledged himself/herself to be a duly authorized officer of said limited liability company, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Mary E. Boardway
Notary Public

My Commission Expires: 06/04/09

Residing in: Houston, Texas



Schedule A

Quantity Equipment Description Reporting Marks and Numbers

91

33,600 gallon capacity
pressure tank car,
112J34OW

CPDX	196002	CPDX	101053
CPDX	196003	CPDX	101054
CPDX	196006	CPDX	101055
CPDX	196008	CPDX	101057
CPDX	197001	CPDX	101061
CPDX	197005	CPDX	101062
CPDX	197006	CPDX	101064
CPDX	199004	CPDX	101069
CPDX	199007	CPDX	101071
CPDX	199009	CPDX	101074
CPDX	199014	CPDX	101102
CPDX	199015	CPDX	101106
CPDX	199017	CPDX	101109
CPDX	199020	CPDX	101111
CPDX	199023	CPDX	101112
CPDX	199030	CPDX	101117
CPDX	199033	CPDX	101125
CPDX	199035	CPDX	101128
CPDX	100004	CPDX	101129
CPDX	100008	CPDX	101132
CPDX	100009	CPDX	101133
CPDX	100012	CPDX	101134
CPDX	100013	CPDX	101135
CPDX	100016	CPDX	102062
CPDX	100018	CPDX	102063
CPDX	100019	CPDX	102065
CPDX	100024	CPDX	102069
CPDX	100025	CPDX	102070
CPDX	100029	CPDX	102072
CPDX	101002	CPDX	104002
CPDX	101003	CPDX	104005
CPDX	101007	CPDX	104006
CPDX	101013	CPDX	104007
CPDX	101016	CPDX	104008
CPDX	101017	CPDX	104010
CPDX	101023	CPDX	104011
CPDX	101026	CPDX	104015
CPDX	101029	CPDX	104019
CPDX	101030	CPDX	104021
CPDX	101032	CPDX	104024
CPDX	101036	CPDX	104025
CPDX	101039	CPDX	104026
CPDX	101041	CPDX	104027
CPDX	101044	CPDX	104028
CPDX	101045		
CPDX	101046		
CPDX	101047		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/3/06



Robert W. Alvord